

JUN 03 1975 - 10 40 AM

AMENDMENT TO ALEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of April 1, 1974 to Lease of Railroad Equipment dated as of December 15, 1970.

BETWEEN: Lloyds Bank California formerly
FIRST WESTERN BANK AND TRUST COMPANY,
a California banking corporation,
(hereinafter called the "Lessor")

OF THE FIRST PART

AND: FIRST TRUST COMPANY OF SAINT PAUL,
a Minnesota corporation, as Agent,
(hereinafter called the "Agent")

OF THE SECOND PART


AND: GRAND TRUNK WESTERN RAILROAD COMPANY,
a Michigan corporation, (hereinafter
called the "Lessee")

OF THE THIRD PART

WHEREAS the Lessor and the Lessee have executed a Lease of Railroad Equipment dated as of December 15, 1970 and which was on December 28, 1970 recorded with the Interstate Commerce Commission as Number 5912 and on January 4, 1971 was deposited with the Registrar General of Canada and on December 31, 1970 filed in the Department of the Provincial Secretary of Ontario; and

WHEREAS the said Lease of Railroad Equipment was assigned by the Lessor to the FIRST TRUST COMPANY OF SAINT PAUL, a Minnesota corporation (the Agent) under the terms of a Collateral Assignment of Lease and Agreement dated as of December 15, 1970, and which was on December 28, 1970 recorded with the Interstate Commerce Commission as Number 5912 and on January 4, 1971 was deposited with the Registrar General of Canada and on December 31, 1970 filed in the Department of the Provincial Secretary of Ontario; and


WHEREAS the said Lease of Railroad Equipment covered seventy-four (74) 89'4" Tri-Level Flat Cars bearing Railroad Road Numbers GTW 304853 to 304926 inclusive and two hundred and fifty (250) 100-ton Covered Hopper Cars bearing Railroad Road Numbers CNIS 379250 to 379499 inclusive; and



WHEREAS the parties agreed to exclude from the said Lease of Railroad Equipment seven (7) 100-ton Covered Hopper Cars bearing Railroad Road Numbers CNIS 379306, 379315, 379317, 379323, 379325, 379327 and 379347, by way of a Supplemental Agreement dated as of March 15, 1971; and

WHEREAS the Lessee desires to change the Railroad Road Numbers of fifty-six (56) of the 89'4" Tri-Level Flat Cars and assign new numbers to the said cars:

NOW THEREFORE in consideration of the premises and the payment of One Dollar (\$1.00) by the Lessee to the Lessor and the Agent, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. That the fifty-six (56) 89'4" Tri-Level Flat Cars bearing the Railroad Road Numbers referred to in Column I of Exhibit A hereto shall be restencilled and renumbered in accordance with the Identifying Railroad Road Numbers set forth in Column II of Exhibit A hereto.
 2. That during the period of restencilling and renumbering, the said cars may bear either the GTW or CNA identifying numbers referred to in Columns I and II of Exhibit A hereto.
 3. That upon completion of the restencilling and renumbering of the said cars, the Lessee shall provide the parties hereto and file with the Interstate Commerce Commission, the Registrar General of Canada and the Department of the Provincial Secretary of Ontario, a statement signed by a Vice-President of the said Lessee and stating that the cars have been restencilled in accordance herewith and that the cars will thereafter bear the CNA identifying numbers referred to in Column II of Exhibit A hereto.
 4. All costs related to the restencilling and recordation of this Amendment and the statement referred to herein with the Interstate Commerce Commission, the Registrar General of Canada and the Department of the Provincial Secretary of Ontario shall be at the expense and obligation of the Lessee.
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5. The parties hereto agree that in all other respects, the said Lease of Railroad Equipment shall remain in full force and effect in accordance with its original terms and confirm that the said cars will continue to be considered Section 184 Units as such term is defined in Section 2 of the said Lease of Railroad Equipment.

IN WITNESS WHEREOF, the Lessor, the Agent, and the Lessee have each caused this instrument to be executed in its corporate name by its President or by one of its Vice-Presidents thereunto duly authorized, and by its corporate seal being affixed and attested by its Secretary or one of its Assistant Secretaries, all as of the date and year above written.

(CORPORATE SEAL)
ATTEST:

A. S. McNeil
Asst. Secretary

(CORPORATE SEAL)
ATTEST:

R. V. Thoma
Asst. Secretary

(CORPORATE SEAL)
ATTEST:

E. B. Fontaine
Secretary

Lloyds Bank California formerly
FIRST WESTERN BANK AND TRUST COMPANY,
as Lessor

By: J. M. Knolls
Vice-President

FIRST TRUST COMPANY OF SAINT PAUL,
as Agent

By: E. N. M. Carey
Vice-President

GRAND TRUNK WESTERN RAILROAD COMPANY,
as Lessee

By: W. H.
Vice-President

Acknowledged and Consented To:

(CORPORATE SEAL)
ATTEST:

A. J. Miller
Assistant Secretary

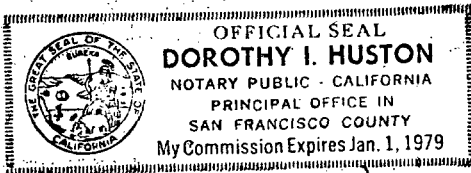
CANADIAN NATIONAL RAILWAY COMPANY

By: E. J. Smith
Vice-President



STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) SS.

On this 9th day of May, 1975, before me personally appeared J. M. Knowles, to me personally known, who being by me duly sworn says that he is Vice President of FIRST WESTERN BANK AND TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Dorothy I. Huston
Notary Public
Dorothy I. Huston

(Notary Seal)

My Commission expires: Jan. 1, 1979

STATE OF MINNESOTA)
COUNTY OF RAMSEY) SS.

On this 13th day of May, before me personally appeared E. W. McCarthy, to me personally known, who being by me duly sworn, says that he is the Vice President of FIRST TRUST COMPANY OF SAINT PAUL, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing was the free act and deed of said corporation.



Diane Running
Notary Public

(Notary Seal)

My Commission expires: April 11, 1980

STATE OF MICHIGAN)
COUNTY OF WAYNE) SS.

On this 19th day of May, 1975, before me personally appeared P. E. Tatro, to me personally known, who being by me duly sworn, says that he is Vice President of GRAND TRUNK WESTERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing was the free act and deed of said corporation.

J. A. Brewer
Notary Public

(Notary Seal)

My Commission expires: J. A. BREWER
Notary Public, Wayne County, Mich.
My Commission Expires Feb. 6, 1978

EXHIBIT A

TO THE AMENDMENT DATED APRIL 1, 1974
OF LEASE OF RAILROAD EQUIPMENT BETWEEN
FIRST WESTERN BANK AND TRUST COMPANY,
FIRST TRUST COMPANY OF SAINT PAUL AND
GRAND TRUNK WESTERN RAILROAD COMPANY

Column I

Column II

GTW 304853	CNA 702844
304854	702845
304855	702846
304856	702847
304858	702848
304859	702849
304860	702850
304861	702851
304862	702852
304863	702853
304864	702854
304865	702855
304866	702856
304867	702857
304868	702858
304869	702859
304870	702860
304871	702861
304872	702862
304873	702863
304874	702864
304875	702865
304878	702866
304879	702867
304882	702868
304883	702869
304887	702870
304888	702871
304890	702872
304892	702873
304894	702874
304896	702875
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304899	702877
304900	702878
304901	702879
304902	702880
304904	702881
304905	702882
304906	702883
304907	702884
304908	702885
304910	702886
304911	702887
304912	702888
304913	702889
304915	702890
304916	702891
304917	702892
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304920	702895
304922	702896
304923	702897
304924	702898
304925	702899

